

JAMES M. BARRETT SBN 190274
LAW OFFICE OF JAMES M. BARRETT
789 CASTRO STREET
Mountain View, CA 94041
Telephone (650) 969-3687
Facsimile (650) 969-3699

Attorney for Plaintiff Colonial Stock Transfer

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

COLONIAL STOCK TRANSFER

Plaintiff,

vs.

GOTTAPLAY INTERACTIVE, INC. a
Nevada corporation; CAPITAL GROUP
COMMUNICATIONS, INC., a California
Corporation

Defendants.

) **Case No. C-07-4470 EMC**

) **Related Case No. C-07-3632 EMC**

) **KATHY G. CARTER'S DECLARATION**
) **IN SUPPORT OF COLONIAL'S**
) **MEMORANDUM OF LAW IN**
) **OPPOSITION TO CAPITAL GROUP'S**
) **OPPOSITION TO**
) **COLONIAL'S MOTION TO**
) **DISCHARGE AND CROSS-MOTION TO**
) **DISMISS INTERPLEADER ACTION**

Date: October 24, 2007

Time: 3:00 p.m.

Judge: Hon. Edward M. Chen

Location: 15th Floor, Courtroom C

- _____)
1. I am President of Colonial Stock Transfer Co, Inc. ("Colonial"), located at 66 Exchange Place, Salt Lake City, Utah 84111.
 2. I have personal knowledge of the matters stated in this declaration, and if called upon as witness, could and would testify competently to them.
 3. On May 14, 2007, we received an email from Gottaplay's Chief Financial Officer Carroll Benton, to put a stop order on certificate # 1064 in the amount of 2,000,000 shares as

1 they were in the process of serving Capital Group with the notice and Gottaplay wished
2 to have the shares back.

- 3 4. On August 9, 2007, Colonial received a faxed letter, dated July 27, 2007 from the
4 Secretary of Gottaplay, Carroll Benton, informing us that from that date onwards that only
5 opinions to be accepted for 144 and 144K Stock legend lifting, will be that of Gottaplay's
6 counsel, de Castro, P.C. This would be in addition to their existing policy to approve all
7 144 and 144k transfer requests prior to Colonial removing any legends.
- 8 5. On August 15, 2007, we received a demand letter from William Aul, Capital Group's
9 SEC attorney, accompanied by his opinion letter dated August 14, 2007 asking Colonial
10 to issue new share certificate for 311,011 shares free of the restricted legend and issue a
11 second new certificate, representing 1,688,989 Shares, with a restricted securities legend.
- 12 6. On August 17, 2007, my counsel and I spoke with Gottaplay Secretary Carroll Benton
13 and John Gorst to discuss the demand letter and opinion letter we had received from
14 William Aul. They insisted we were not to make this transfer and they would send us a
15 copy of their counter claim in the existing lawsuit.
- 16 7. On August 16, 2007, Gottaplay filed an answer and counterclaim to the complaint filed
17 by Capital Group. One of the relief points requested by Gottaplay is a preliminary and
18 permanent injunction (a) requiring Capital Group to return the certificates representing
19 the two million shares of common stock to Gottaplay; or (b) prohibiting Capital Group
20 from transferring, assigning, pledging or otherwise encumbering the shares represented
21 by such certificates, pending the full resolution of this case.
- 22 8. On August 20, 2007, we received in a request for transfer from The Depository Trust for
23 the shareholder Capital Group for the proposed sale of 311,011 shares. The transfer
24 included World Trade Financial Corporation's Broker's Letter to execute and sell Capital
25 Group's 311,011 shares of Gottaplay along with Seller's letter signed by Devin Bosch for

1 Capital Group, Table I – Securities to be sold, copy of Form 144 “Notice of Proposed
2 Sale of Securities.” Opinion letter was accompanied by executed irrevocable stock
3 transfer power as executed under Medallion Guarantee together with executed corporate
4 resolution of Capital Group’s Board of Directors, dated July 26, 2007 authorizing Devin
5 Bosch, as President, Treasurer, and Secretary of the Seller to sell and/or transfer the
6 Subject Shares for and behalf of Capital Group.

7 9. On August 22, 2007, upon my receiving notification in my office of the pending transfer,
8 I communicated to Gottaplay Secretary Carroll Benton informing that we had received
9 this requested transfer from the Depository Trust Company.

10 10. On August 22, 2007, I faxed to William Aul asking for Issuer counsel’s opinion letter. I
11 also stated we had been made aware of the claim and counter-claim pending in the court.

12 11. Capital Group has presented the stock certificate 1064 to execute and sell Capital
13 Group’s 311,011 shares of Gottaplay and as GottaPlay has demanded to put a stop order
14 on certificate #1064, Colonial will withhold registration of transfer for Capital Group to
15 obtain legal process or an indemnity bond.

16 12. When it became obvious that Colonial was now subject to liability from both Gottaplay
17 Interactive and Capital Group, I instructed counsel to resolve this issue and allow the
18 Court to determine which Party had right to the Disputed Shares.

19 13. I declare under penalty of perjury under the laws of the United States of America that the
20 foregoing is true and correct. Executed on October 10, 2007.

21
22 /s/Kathy Carter
23 Kathy G. Carter
24 President of Colonial Stock Transfer
25